

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

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Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**ORDER GRANTING DEBTORS'
THIRTY-THIRD OMNIBUS OBJECTION TO CLAIMS
(FACIALLY DEFECTIVE AND TIME-BARRED SECURITIES CLAIMS)**

Upon the thirty-third omnibus objection to claims, dated September 9, 2013 [Docket No. 4996] (the "Thirty-Third Omnibus Claims Objection"),¹ of Residential Capital, LLC and its affiliated debtors in the above-referenced Chapter 11 Cases, as debtors and debtors-in-possession (collectively, the "Debtors"), seeking entry of an order, pursuant to section 502(b) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, and this Court's order approving procedures for the filing of omnibus objections to proofs of claim [Docket No. 3294] (the "Procedures Order"), disallowing and expunging the Disputed Claims on the basis that each such claim is facially defective and is barred by applicable statutes of limitation and repose all as more fully described in the Thirty-Third Omnibus Claims Objection; and it appearing that this Court has jurisdiction to consider the Thirty-Third Omnibus Claims Objection pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Thirty-Third Omnibus Claims Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Thirty-Third

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Debtors' Thirty-Third Omnibus Claims Objection.

Omnibus Claims Objection having been provided, and it appearing that no other or further notice need be provided; upon consideration of the Thirty-Third Omnibus Claims Objection and the *Declaration of Lewis Kruger in Support of the Debtors' Thirty-Third Omnibus Objection to Claims (Facially Defective and Time-Barred Securities Claims)* [Docket No.4998], filed contemporaneously with the Thirty-Third Omnibus Claims Objection; and the Court having found and determined that the relief sought in the Thirty-Third Omnibus Claims Objection is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Thirty-Third Omnibus Claims Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Thirty-Third Omnibus Claims Objection is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on **Exhibit A** annexed hereto (collectively, the “Disputed Claims”) are disallowed and expunged; and it is further

ORDERED that Kurtzman Carson Consultants LLC, the Debtors' claims and noticing agent, is directed to disallow and expunge the Disputed Claims identified on the schedule attached as **Exhibit A** hereto so that such claims are no longer maintained on the Debtors' claims register; and it is further

ORDERED that the Debtors are authorized and empowered to take all actions as may be necessary and appropriate to implement the terms of this Order; and it is further

ORDERED that notice of the Thirty-Third Omnibus Claims Objection as provided therein shall be deemed good and sufficient notice of such objection, and the

requirements of Bankruptcy Rule 3007(a), the Case Management Procedures entered on May 23, 2012 [Docket No. 141], the Procedures Order, and the Local Bankruptcy Rules of this Court are satisfied by such notice; and it is further

ORDERED that all rights to object on any basis are expressly reserved with respect to any Disputed Claim listed on **Exhibit A** annexed hereto or any other claim not listed on **Exhibit A**; and it is further

ORDERED that this Order shall be a final order with respect to each of the Disputed Claims identified on **Exhibit A**, annexed hereto, as if each such Disputed Claim had been individually objected to; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: October 18, 2013
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

Exhibit A

	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Case Number
1	Fortress Mortgage Opportunities Master Fund Series 1 LP Attn: Nicole Restivo Fortress Mortgage Opportunitites GP Series 1 LLC, its General Partner 1345 Avenue of the Americas, 46th Floor New York, NY 10105	5477	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Funding Company, LLC	12-12019
2	Fortress Mortgage Opportunities Master Fund Series 1 LP Attn: Nicole Restivo Fortress Mortgage Opportunitites GP Series 1 LLC, its General Partner 1345 Avenue of the Americas, 46th Floor New York, NY 10105	5479	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	GMAC Mortgage, LLC	12-12032
3	Fortress Mortgage Opportunities Master Fund Series 1 LP Attn: Nicole Restivo Fortress Mortgage Opportunitites GP Series 1 LLC, its General Partner 1345 Avenue of the Americas, 46th Floor New York, NY 10105	5490	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Homecomings Financial, LLC	12-12042
4	Fortress Mortgage Opportunities Master Fund Series 1 LP Attn: Nicole Restivo Fortress Mortgage Opportunitites GP Series 1 LLC, its General Partner 1345 Avenue of the Americas, 46th Floor New York, NY 10105	5497	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Accredited Loans, Inc.	12-12052
5	Fortress Mortgage Opportunities Master Fund Series 2 LP c/o Fortress Mortgage Opportunitites GP Series 2 LLC, its General Partner Attn: Nicole Restivo 1345 Avenue of the Americas, 46th Floor New York, NY 10105	5483	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Funding Company, LLC	12-12019

	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Case Number
6	Fortress Mortgage Opportunities Master Fund Series 2 LP Attn: Nicole Restivo Fortress Mortgage Opportunitites GP Series 2 LLC, its General Partner 1345 Avenue of the Americas, 46th Floor New York, NY 10105	5486	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	GMAC Mortgage, LLC	12-12032
7	Fortress Mortgage Opportunities Master Fund Series 2 LP Attn: Nicole Restivo Fortress Mortgage Opportunitites GP Series 2 LLC, its General Partner 1345 Avenue of the Americas, 46th Floor New York, NY 10105	5494	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Homecomings Financial, LLC	12-12042
8	Fortress Mortgage Opportunities Master Fund Series 2 LP Attn: Nicole Restivo Fortress Mortgage Opportunitites GP Series 2 LLC, its General Partner 1345 Avenue of the Americas, 46th Floor New York, NY 10105	5500	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Accredit Loans, Inc.	12-12052